

NOTICE TO FOREIGN LIMITED LIABILITY COMPANIES

Welcome to Virginia. Please take a few minutes to read the information below, which describes several statutory provisions applicable to limited liability companies.

Company name: The certificate of registration shows the exact name of the limited liability company as set forth in its articles of organization, as amended, or, in the case of a foreign limited liability company that was required to designate a name for use in Virginia, the designated name followed by the company's exact name in parentheses. If the limited liability company intends to conduct business in Virginia under a name other than its exact name, it must make the required filings under Virginia's fictitious name statutes. See § 59.1-69 *et seq.* of the Code of Virginia.

Registered agent and registered office: Each foreign limited liability company is required to maintain in Virginia a registered office at which its registered agent may be found during normal business hours to receive service of process, notice or demand that is required or permitted by law to be served on the company. See §§ 13.1-1015 and 13.1-1018 of the Code of Virginia. *Court papers served on and notices mailed or delivered to the registered agent at the registered office address are deemed to have been received by the limited liability company as a matter of law.*

The limited liability company may change its registered agent or registered office address at any time. Such change can be accomplished only by filing form LLC-1016, a pre-printed form that must be obtained from and filed in the Clerk's Office of the Commission. The limited liability company must promptly file form LLC-1016 if its registered agent (i) moves his business office, (ii) resigns or dies, (iii) ceases to be a member or manager of the limited liability company, a member or manager of a limited liability company that is a member or manager of the limited liability company, an officer or director of a corporation that is a member or manager of the limited liability company, a general partner of a general or limited partnership that is a member or manager of the limited liability company, or a trustee of a business trust that is a member or manager of the limited liability company (unless he is a member of the Virginia State Bar), or (iv) is a business entity that has its existence terminated or its authority to transact business in Virginia canceled or revoked.

Annual registration fees: Each year after the year of registration, the limited liability company will be assessed an annual registration fee, payment for which must be delivered to the Commission by September 1. The fee is assessed as of July 1. The Commission must receive the company's annual registration fee payment on or before September 1. *Postmarks are not considered.*

The annual registration fee assessment is mailed to the limited liability company's registered agent at the registered office address in mid-July each year. If the registration fee payment is not received by September 1, a \$25 penalty is imposed. If the annual registration fee is unpaid as of December 31, the limited liability company's certificate of registration will be automatically canceled by operation of law. See §§ 13.1-1062, 13.1-1063 and 13.1-1064 of the Code of Virginia.

Amendments, mergers, domestications and entity conversions: A foreign limited liability company that files an amendment or merger or instrument of domestication or entity conversion in its home jurisdiction must file an authenticated copy of the document with the Clerk's Office of the Commission within 30 days after the document's effective date. The copy of the document must be duly certified or otherwise authenticated by the Secretary of State or other official having custody of the limited liability company records in the state or country under whose law the company is organized. If an amendment, merger or domestication changes the name of the limited liability company or any other statement in the application for registration, the authenticated copy of the document must be accompanied by form LLC-1055. See §§ 13.1-1055 and 13.1-1060 of the Code of Virginia.

Voluntary cancellation: A foreign limited liability company may voluntarily cancel its certificate of registration to transact business in Virginia by filing form LLC-1056, a certificate of cancellation, with the Clerk's Office of the Commission. See § 13.1-1056 of the Code of Virginia. If cancellation is completed before July 1, the limited liability company will not be assessed an annual registration fee for that year.

For forms or more information: Contact the Clerk's Office at (804) 371-9733 or toll-free in Virginia at (866) 722-2551, or visit our web site at www.scc.virginia.gov/division/clk/index.htm.

(Revised 07/05)